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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

November 27, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 24087-B  
NOV 27 '02 1:50 PM  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of September 29, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 24087.

The names and addresses of the parties to the enclosed document are:

Lessor:	Railcar, Ltd. 1201 Peachtree St., N.E. 400 Colony Square, Suite 1101 Atlanta, Georgia 30361
Lessee:	Martin Marietta Aggregates 11467 Huebner Road, Suite 300 San Antonio, Texas 78230

Mr. Vernon A. Williams  
November 27, 2002  
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A description of the railroad equipment covered by the enclosed document is:

One (1) hopper railcar: RMGX 000493.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 24087-B FILED

NOV 27 '02 1:50 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to that certain Lease Agreement dated July 15, 1997 ("Master Lease") and the related Exhibit A-9 dated September 29, 2002 ("Lease Exhibit"), by and between Railcar, Ltd., as Lessor, and Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc., as Lessee, Lessor has leased to Lessee the railroad cars identified on Exhibit A attached hereto and entitled "Description of Railcars" (the "Cars"). The Master Lease and Lease Schedule are hereinafter collectively referred to as the "Lease."

2. The addresses of the parties are as follows:

Lessor: Railcar, Ltd.  
1201 Peachtree Street, N.E.  
400 Colony Square, Suite 1101  
Atlanta, GA 30361

Lessee: Martin Marietta Aggregates  
11467 Huebner Road, Suite 300  
San Antonio, TX 78230

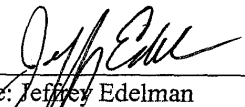
3. The term of the Lease Exhibit is five (5) years commencing on September 1, 2002, and expiring on August 31, 2007, unless otherwise extended or amended by the parties.

4. The terms and provisions of the Lease are more particularly set forth in the Lease Exhibit and the Master Lease.

5. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of November 7, 2002.

RAILCAR, LTD.

By:   
Name: Jeffrey Edelman  
Title: Senior Vice President, Finance

[SIGNATURES CONTINUE ON NEXT PAGE]

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State of Georgia, County of Fulton

On November 7, 2002, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is Senior Vice President of Finance of Railcar, Ltd., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Mye A. Hester

Notary Public

My commission expires: 5-29-03

MARTIN MARIETTA AGGREGATES, a  
Division of Martin Marietta Materials, Inc.

By: John C. Genova

Name: JOHN C. GENOVA

Title: VICE PRESIDENT, LOGISTIC OPS.

State of Texas, County of Bexar

On Oct. 24, 2002, before me personally appeared John C. Genova, to me personally known, who being by me duly sworn says that he is Vice President of Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc., a \_\_\_\_\_ corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Kerry S. Meyers  
Notary Public  
My commission expires:



EXHIBIT A TO MEMORANDUM OF LEASE

**Description of Railcars**

This is Exhibit A to the Memorandum of Lease dated as of November 7, 2002, between Railcar, Ltd., as Lessor, and Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc., as Lessee.

Owner of Cars: Railcar, Ltd.

Quantity of Cars: One (1)

Description of Cars: Used 100-ton/2200 cubic foot Ortner rock hopper

Car Marks and Numbers: RMGX 000493